SPINE-TINGLING

SPIDER-MAN

"Thought-provoking scenes and mesmerizing imagery."

—The Comic Book Dispatch

AHMED FERREYRA

MARVEL

SPINE-TINGLING

SPIDER-MAN

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SPINE-TINGLING SPIDER-MAN

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WANT TO HEAR THE SONG HAUNTING SPIDER-MAN IN THIS ISSUE?
GATHER YOUR COURAGE AND SCAN THIS QR CODE:

CLOSE, CLOSE YOUR EYES. GO, GO TO SLEEP.

THE MAN WITH THE KNIFE CUTS DOWN THE SHEEP.

HE SLAUGHTERS THE LAMB. HE SLAUGHTERS THE EWE.

CLOSE, CLOSE YOUR EYES. HE'LL CUT YOU DOWN TOO.

THE SONG IS ALL I CAN HEAR.

CLOSE, CLOSE YOUR EYES. GO, GO TO SLEEP.

I DON'T KNOW WHERE IT'S COMING FROM.

THE MAN WITH THE KNIFE CUTS DOWN THE SHEEP.

IT'S SO LOUD I CAN'T THINK ABOUT ANYTHING ELSE.

HE SLAUGHTERS THE LAMB. HE SLAUGHTERS THE EWE.

IT'S SO LOUD I FORGET MY NAME.

CLOSE, CLOSE YOUR EYES. HE'LL CUT YOU DOWN TOO.

THEN I SEE IT. A WAY TO ESCAPE THE SONG.

CLOSE, CLOSE YOUR EYES.

SO I CLIMB.

GO, GO TO SLEEP.

IT MAKES MY BONES ACHE AND MY SKIN BURN, BUT I CLIMB.

THE MAN WITH THE KNIFE CUTS DOWN THE SHEEP.

AND CLIMB.

HE SLAUGHTERS THE LAMB.

HE SLAUGHTERS THE EWE.

AND CLIMB?

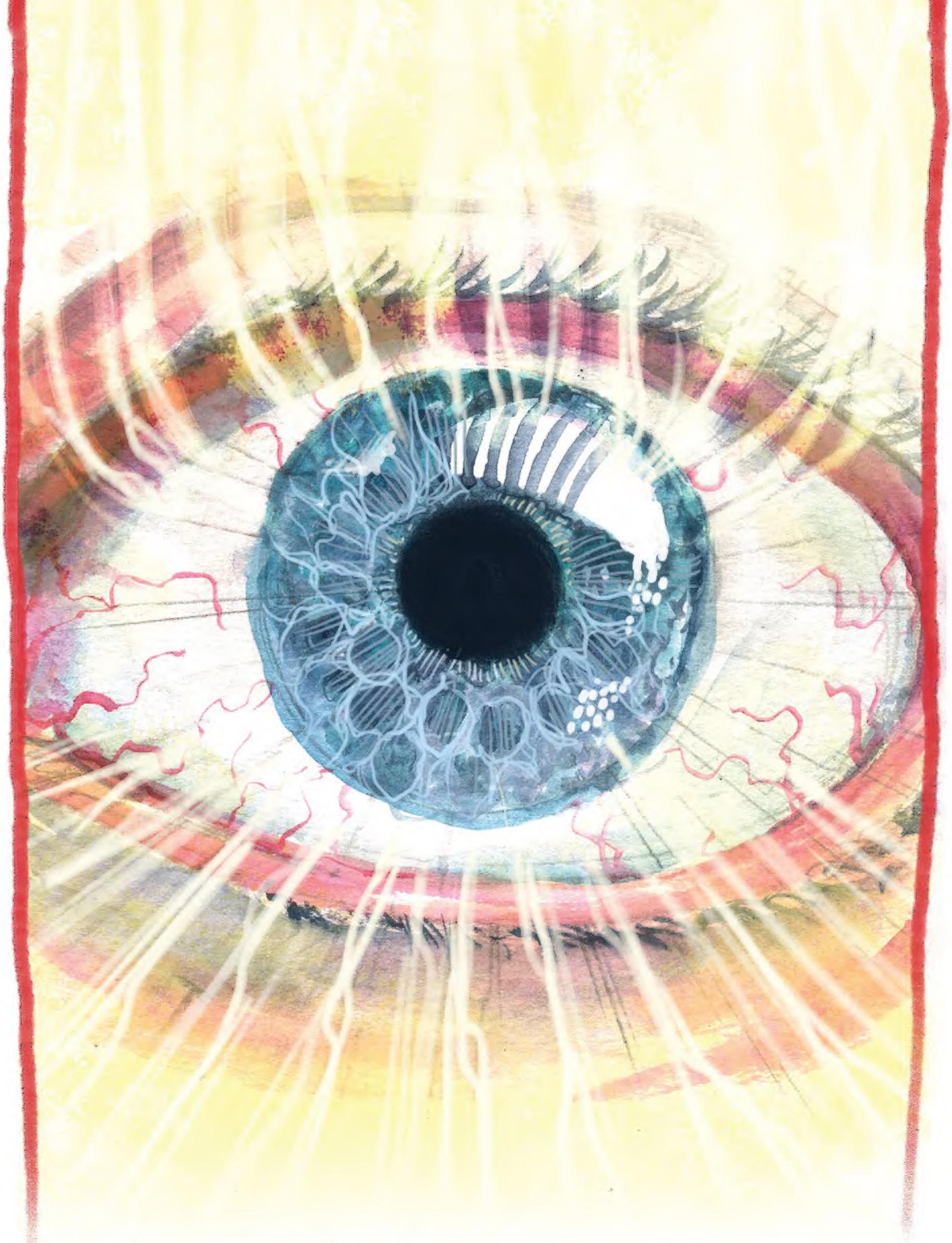
RIPP!!

CLOSE, CLOSE YOUR EYES.

HEY!

AND AS I CLIMB, I CLAW MY WAY INTO THE MEMORY OF WHO I AM.

HE'LL CUT YOU DOWN TOO.



MY NAME IS PETER PARKER.

AND WHEN I'M NOT BUSY LOSING SLEEP TO FREAKY DREAMS, I'M

SPIDER-MAN

SOMEBODY'S ROBO-HENCHMEN ARE STEALING COMPUTER COMPONENTS.

KRAK!

DON'T KNOW WHO THEY'RE WORKING FOR YET, BUT THIS IS STANDARD-ISSUE SPIDEY STUFF.

SO

KLONG!

SHOULD BE ABLE TO DO IT IN MY SLEEP.

BUT THAT'S JUST IT. I HAVEN'T *BEEN* SLEEPING. I'M EXHAUSTED AND OFF MY GAME.

MORE THAN USUAL, I MEAN.

ARRRRRGGGHH!

I'VE FOUGHT BEFORE WHEN I WAS TIRED. PULLED OFF MIRACLES WHEN I WAS RUNNING ON EMPTY.

THIS IS DIFFERENT.

I CAN'T THINK. CAN'T FOCUS. EVERY TIME I TRY, THAT WEIRD, EVIL SONG FROM MY DREAM FILLS MY HEAD.

I CAN'T RECALL THE WORDS. BUT THE TUNE HAMMERS AT THE INSIDE OF MY SKULL TILL I FEEL LIKE IT MIGHT SHATTER.

IT TAKES EVERYTHING I'VE GOT, BUT I PUSH PAST THE SOUNDS STILL STUCK IN MY BRAIN.

SOK!

I'M LUCKY THESE GUYS ARE AMATEUR HOUR.

IF I WAS FACING A SUPER VILLAIN RIGHT NOW, I'D PROBABLY BE DEAD.

THWIP!

BUT SOMEHOW, DESPITE THE DISTRACTION...

...I MANAGE TO GET THE JOB DONE.

KRAK!

THWIP!

OKAY, CLASS, IT'S SHARING TIME.

LI'L ROBO-HENCHMAN #4, CAN YOU SHARE WITH MISTER SPIDER-MAN THE NAME OF WHOEVER SENT YOU CLOWNS TO KNOCK OVER THIS TRUCK?

I WILL NOT TELL YOU, #$%&!

MAYBE *YOU* WON'T, FOULMOUTHED ROBOT.

BUT THESE NASTY TOYS OF YOURS...

...JUST MIGHT.

SN·26481747

BY THE TIME THE COPS ARRIVE...

...THE SONG IS OUT OF MY HEAD.

THWIP

THE SWING HOME FEELS GOOD. THE AIR'S CRISP, THE MOON'S BRIGHT.

I'M JUST A BLOCK FROM MY APARTMENT WHEN IT ALL GOES BAD.

HELP! SOMEONE CALL 9-1-1!

SOMEBODY CALL FOR HELP?

SPIDER-MAN! MY SON! HE...HE JUST *COLLAPSED.*

KEEP CALM, MA'AM. WE'LL MAKE SURE HE--

CLOSE, CLOSE YOUR EYES...

WAIT.

GO, GO TO SLEEP...

NO.

END OF CHAPTER 1

CLOSE, CLOSE YOUR EYES. GO, GO TO SLEEP.

THE MAN WITH THE KNIFE CUTS DOWN THE SHEEP.

THE SONG FILLS MY HEAD AND MY VISION. FOR A MOMENT, I FORGET ANYTHING ELSE EXISTS.

SPIDER-MAN!

THE ONLY THING THAT BRINGS ME BACK IS HEARING SOMEONE WHO NEEDS HELP.

SPIDER-MAN! DID YOU HEAR ME?

SORRY, MA'AM. WHAT-- WHAT HAPPENED TO YOUR SON?

I... I DON'T KNOW.

CLOSE, CLOSE YOUR EYES. GO, GO TO SLEEP.

HE HASN'T BEEN SLEEPING. BARELY BEEN EATING.

THE MAN WITH THE KNIFE CUTS DOWN THE SHEEP.

HE JUST KEEPS SINGING THAT DAMN CREEPY SONG.

THIS MIGHT SEEM LIKE A WEIRD QUESTION, BUT DO YOU KNOW WHERE HE *HEARD* THIS SONG?

WEE-OOO WEE-OOO

WHAT? NO. I FIGURED IT WAS ONE OF THOSE VIRAL VIDEO THINGS.

MEDICAL, COMING THROUGH!

WE'LL TAKE IT FROM HERE, SPIDER-MAN.

Y-YEAH. OKAY.

THE SONG STAYS IN THE BACK OF MY HEAD, BUT I DON'T HAVE ANY TIME TO FIGURE OUT WHAT IT MEANS OR HOW THAT KID *HEARD* IT.

SOMEONE WITH ROBOT GOONS TO SPARE HAS BEEN MAKING A FULL-COURT PRESS ACROSS MANHATTAN, STEALING WEAPON PARTS AND CIRCUIT BOARDS FOR TARGETING SYSTEMS. STUFF YOU USE TO KILL PEOPLE.

THE EXTERNAL SERIAL NUMBERS FROM THE ROBOTS I SMASHED HAVE ALL BEEN DEAD ENDS.

GRUMBLE

CAN'T THINK STRAIGHT ON AN EMPTY STOMACH. FEEL LIKE I HAVEN'T EATEN IN DAYS.

FOOD SHOULD BE HERE ANY MINUTE. JUST GOTTA KEEP PUSHING THROUGH UNTIL THEN.

SO I START LOOKING FOR ANYTHING ON THE *INTERNAL* PARTS.

HERE WE GO!

SN 26481747

LOOKS LIKE THIS HOUSING WAS MADE BY *S&S COMPONENTS.*

BUT THEY'RE BASED IN HOUSTON AND HAVEN'T REPORTED ANY THEFT OF THEIR HARDWARE.

WHICH LEAVES ME WITH...

...JACK.

SERIOUSLY, *WHERE* IS THAT FOOD?

GRUMBLE

THEY USUALLY--

OH NO.

SOME-- ARRRGH--SOME JERK HIT ME ON MY BIKE! THINK MY-- HRRRN--MY LEG'S BROKEN!

I CALLED 9-1-1. AMBULANCE IS ON ITS WAY.

WHAT'S WRONG, FOLKS?

FORGET THE *AMBULANCE*, I NEED TO MAKE THESE DELIVERIES! MY FAMILY'S *COUNTING* ON THIS MONEY!

YOU'RE NOT GOING ANYWHERE ON THAT LEG. YOU CALL YOUR FAMILY AND LET THEM KNOW WHAT HAPPENED.

I'LL HANDLE THE DELIVERIES.

ARE YOU SERIOUS?

08

B

BALOON

OH, WHY THE HECK NOT? HELPING A GUY FEED HIS KIDS BEATS PUNCHING SUPER VILLAINS ANY DAY OF THE WEEK.

BAILSON

FEELS GOOD TO BE A FRIENDLY NEIGHBORHOOD SPIDER-MAN FOR HALF AN HOUR.

FEELS GOOD TO BREATHE FRESH AIR, EVEN THROUGH THE MASK.

NO PARKING

BAILSON

IN FACT, IT FEELS SO GOOD THAT WHEN MY ORDER IS THE ONLY ONE LEFT...

...I DECIDE TO TAKE MY SESAME NOODLES TO THE PARK.

ONLY AFTER I'VE EATEN DO I REMEMBER HOW TIRED I AM.

THAT'S WHEN THE SONG STARTS.

CLOSE, CLOSE YOUR EYES.

GO, GO TO SLEEP.

THE MAN WITH THE KNIFE...

...CUTS DOWN THE--

NO!

IT'S IN MY HEAD AGAIN, AND I HEAR IT EVERYWHERE.

HUH?

MA'AM! *MA'AM!* WHERE'D YOU HEAR THAT SONG?

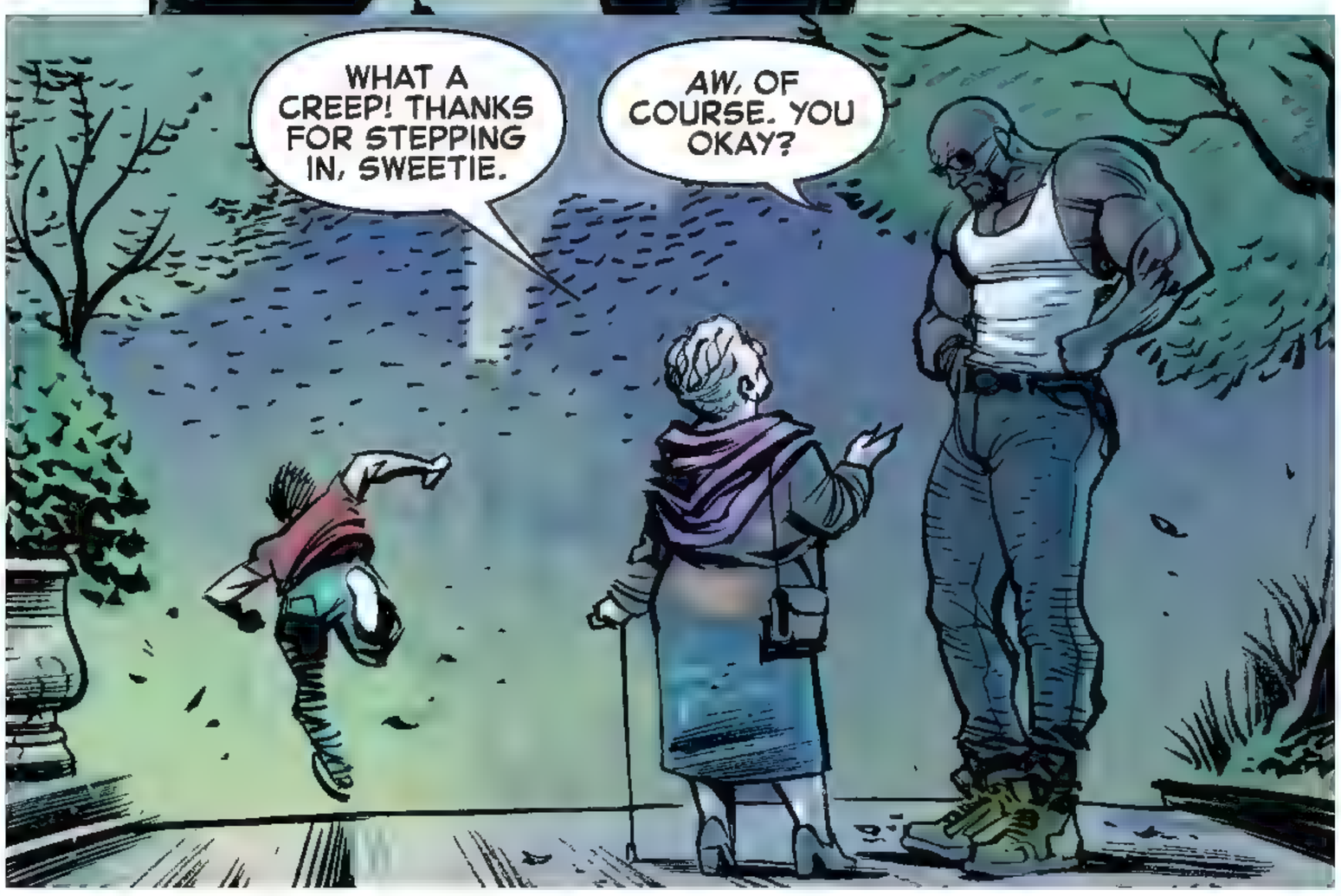
WHAT?! IT-- IT'S JUST THE BEATLES!

NO. NO, I KNOW THAT SONG!

LET GO OF ME! HELP!
PLEASE! I JUST NEED TO KNOW--

HEY, WHAT'S YOUR PROBLEM, BRO?

N-NOTHING! NOTHING. SORRY, MY MISTAKE...


WHAT A CREEP! THANKS FOR STEPPING IN, SWEETIE.
AW, OF COURSE. YOU OKAY?

WHAT IS MY PROBLEM?

AVE A

I'M MORE TIRED THAN I'VE EVER BEEN IN MY *LIFE.*

I NEED REST.

NEED *SLEEP* MORE THAN I'VE EVER NEEDED ANYTHING.

SKREEEEE

BAR

WHAT THE HELL'S WRONG WITH MY PHONE?

WHOA, IT'S HAPPENING TO MINE TOO!

NY'C SEWER MADE IN INDIA

I FEEL SURE I'LL DIE IF I CAN'T JUST LAY MY HEAD DOWN FOR A FEW HOURS. JUST A FEW--

WHAT NOW? IS THAT--

KREEE

OH NO.

MY NAME IS SPENCER SMYTHE.

I'M SURE YOU WISH TO RETURN TO YOUR INANE ONLINE AMUSEMENTS AND SUCH, SO I SHALL BE BRIEF.

I HAVE HIDDEN A HALF DOZEN EXPLOSIVE DEVICES THROUGHOUT MANHATTAN. EACH IS CAPABLE OF LEVELING AN ENTIRE BUILDING.

UNLESS SPIDER-MAN FOLLOWS MY DIRECTIONS TO THE LETTER, I WILL BEGIN DETONATING THEM IN ONE HOUR.

END OF CHAPTER 2

CLOSE, CLOSE YOUR EYES.

GO, GO TO SLEEP.

THE SONG IS BACK IN MY HEAD.

THE MAN PUTS THE SPIDER IN A HOLE SIX FEET DEEP.

IT'S THE SAME TUNE, BUT THE LYRICS HAVE CHANGED.

THIS TIME, I GET A GLIMPSE OF THE SINGER.

THE DIRT FILLS ITS EYES, THE DIRT FILLS ITS MOUTH.

BUT THE POOR LITTLE SPIDER CAN'T CLAW ITS WAY OUT.

I...I FELL ASLEEP. ON MY FEET.

THE LACK OF REST IS GETTING TO ME.

SO NOW I'M IN MIDTOWN MANHATTAN IN THE RAIN, SLEEP-DEPRIVED, A LITTLE DELIRIOUS, AND...

...GENERALLY IN TROUBLE.

SOMEWHERE IN THIS BUILDING IS ***SPENCER SMYTHE***, A VICIOUS ROBOTICS GENIUS WHOSE WHOLE DEAL IN LIFE IS WANTING ME ***DEAD.***

I'M HERE BECAUSE HE SAID HE'D ***BLOW PEOPLE UP*** IF I DIDN'T COME.

SMYTHE! I'M HERE! DEACTIVATE THE BOMBS! WHATEVER BEEF YOU HAVE WITH ME DOESN'T INVOLVE INNOCENT PEOPLE!

YOU REALLY ARE EXCEEDINGLY DENSE, AREN'T YOU, WALL-CRAWLER?

GAH!

THERE WERE NEVER ANY BOMBS. I SIMPLY NEEDED TO BE CERTAIN YOU'D SHOW UP.

YOU'VE CAUSED ME GREAT PAIN OVER THE YEARS, SPIDER-MAN.

BUT YOUR LIFE ENDS TONIGHT-- COURTESY OF MY SPIDER-SLAYERS!

KNEW SOMETHING LIKE THIS WAS COMING.

IS THAT NEW ARMOR? LOOK AT YOU WITH THE GLOW UP!

THE LACK OF SLEEP HAS CAUGHT UP WITH ME. I'M MOVING TOO SLOWLY.

OWW!

KLONG

UNNH!

I FIGURE I HAVE A FEW MORE SECONDS UNTIL IT GETS ME KILLED.

THUNK

CRAK!

THEIR REFLEXES ARE AS FAST AS MINE. I NEED TO TIME THIS PERFECTLY. BUT I'M SO *TIRED*...

THWIP!

VMMMM!!!

KOOM

KOOM

KOOM

HI, FELLAS.

THEIR TARGETING SYSTEMS REALIZE THE MISTAKE A FRACTION OF A SECOND TOO LATE.

IT'S LUCK THAT SAVES ME AS MUCH AS ANYTHING.

KA-THOOOOM

SMYTHE!

IT'S *OVER*! NOW COME ALONG, NICE AND--

THWIP

THWIP

R-R-R-

P

P

P

WHAT THE--?!

OH, I GET IT. YOU'VE BEEN TAKING THOSE OLD-GUY VITAMINS I KEEP GETTING BANNER ADS FOR!

"THIS ONE WEIRD TRICK GAVE ME A BODYBUILDER PHYSIQUE."

GUESS THAT MEANS WE'RE DOING THIS THE HARD WAY.

WHUNK!

AAAAAH!

UH, I DIDN'T MEAN "*THE HARD WAY*" QUITE LIKE THAT.

OH, THANK GOD IT'S JUST A ROBOT.

WAIT... A ***ROBOT?!*** ARE YOU KIDDING?

COME ON OUT, SMYTHE!

YOU KNOW YOU CAN'T...

...HIDE FOREVER...

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AHA!

ALL RIGHT, JERK, TIME TO--

KRAK!

WHAT THE--?

NO.

GO, GO TO SLEEP...

CLOSE, CLOSE YOUR EYES...

NO!

END OF CHAPTER 3

IT'S THE SAME TUNE THAT'S BEEN HAUNTING MY DREAMS.

AND IT'S TAKEN OVER THE MIND OF A GENIUS WHO'S BEEN TRYING TO KILL ME.

THE MAN PUTS THE SPIDER IN A HOLE SIX FEET DEEP.

SMYTHE! *SMYTHE!* SNAP OUT OF IT!

THE DIRT FILLS ITS EYES. THE DIRT FILLS ITS MOUTH.

BUT THE POOR LITTLE SPIDER CAN'T CLAW ITS WAY OUT.

--THE SONG?!

NO MATTER HOW HARD I SHAKE HIM, SMYTHE DOESN'T WAKE FROM THE TRANCE. HE'S BEEN COMPLETELY ***POSSESSED*** BY--

MY SPIDER-SENSE TRIES TO WARN ME, BUT I'M SO *TIRED* THAT I REACT TOO SLOWLY.

THE HANDS WRAP AROUND ME AND SQUEEZE. IT SHOULD *HURT*...

ZZZZZ

...BUT IT'S AS GENTLE AS FALLING ASLEEP.

Z

AND WHEN I WAKE...

I'M

SOMEWHERE

WHOA.

ELSE.

AAAH!!

MUST'VE TAKEN A WRONG TURN AT--

I DON'T JUST HEAR THE SCREAM, I *FEEL* IT.

SOMEBODY HELP!!!

IT'S THE SAME KID I FOUND SINGING THE SONG IN FRONT OF MY APARTMENT BUILDING. THEY TOOK HIM TO THE HOSPITAL.

I DON'T KNOW WHY HE'S HERE. I DON'T EVEN KNOW WHERE *HERE* IS, BUT IT DOESN'T MATTER.

ALL THAT MATTERS IS THAT HE NEEDS HELP.

THERE'S NOTHING TO SWING FROM, SO I RUN TOWARD THE SOUND OF HIS VOICE.

AND RUN...

...AND RUN.

PLEASE!

PLEASE HELP!

I FINALLY REALIZE THAT ALL THIS RUNNING HASN'T BROUGHT ME ANY CLOSER TO THE KID'S CRIES...

NOOOOOOO!

THAT'S WHEN THE *OTHER* SCREAM COMES.

IT'S A VOICE I KNOW BETTER THAN MY OWN.

I RUN TOWARD IT.

I RUN HARDER THAN SEEMS POSSIBLE.

...I *FIND* SOMETHING.

AND THIS TIME...

CLOSE, CLOSE YOUR EYES.

WHO *ARE* YOU? WHAT HAVE YOU DONE WITH--

GO, GO TO SLEEP.

THE LITTLE OLD LADY IS MINE NOW TO KEEP.

AUNT MAY!

WHOEVER YOU ARE, I WON'T LET YOU--

FLIK

STILL TOO STRONG.

NOT READY YET.

SUDDENLY, I CAN'T STOP FALLING.

NO WEBS STOP ME. NO FANCY FLIPS.

I JUST FALL...

...AND FALL...

...AND FALL.

UNTIL I LAND BACK IN...

...THE REAL WORLD.

OH MY GOD!

SMYTHE! WHERE--

"THE POOR LITTLE SPIDER...

NO!

"...CAN'T CLAW ITS WAY OUT!

HRK!

I'M TOO LATE.

THE SONG KILLED HIM.

AND IF I CAN'T STOP WHATEVER'S HAPPENING HERE...

...IT'LL KILL AUNT MAY NEXT.

END OF CHAPTER 4

I MAKE MY WAY TO AUNT MAY'S APARTMENT AS FAST AS I CAN.

ALL THE WAY, I CAN *FEEL* THAT IT'S NOT FAST ENOUGH.

THAT SINGING FIGURE FROM MY DREAM--IT *KILLED* SMYTHE. I CALLED THE POLICE, BUT WHAT WILL THEY FIND?

THAT HE DIED IN HIS SLEEP?

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MORE IMPORTANTLY...

...WHAT WILL I FIND?

AUNT MAY? THE FRONT DOOR'S UNLOCKED! ARE--

CLOSE, CLOSE YOUR EYES...

GO, GO TO SLEEP...

NO!

THE LITTLE OLD LADY IS NOW MINE TO KEEP!

AUNT MAY!

LET!

HER!

GO!

I THRASH AROUND FOR A WHILE, STUPIDLY TRYING TO PUNCH A DREAM.

BUT AS I DO...

...SOMETHING CHANGES.

W-WHERE AM I?

AUNT MAY?! UNCLE BEN?!

I'M LOST.

M-MUSIC?

♫ CLOSE MY CLOSE

I DON'T LIKE THIS SONG! IT'S *SCARY!*

♫ YOUR EYES ♫

CLOSE MY CLOSE

PLEASE, SOMEONE--

--HELP?

AAAAh!!

AUNT... AUNT MAY?

SHE CANNOT HEAR YOU. MY SONG HAS TAKEN HER.

JUST AS IT HAS TAKEN *YOU.*

YOU WERE TOO STRONG LAST TIME.

BUT NOW...

...YOU ARE *MINE!*

P-PETER.

THOSE BOYS ARE ***BULLIES***, PETER.

YOU'VE BEEN THROUGH MORE THAN THEY'LL EVER KNOW. YOU'RE ***STRONGER*** THAN THEY'LL EVER BE. AND I'M PROUD OF YOU EVERY DAY.

LEAVE MY AUNT ALONE!
M-M-MISTER?

N-NO!

YOU'LL RUIN EVERYTHING!

BE GONE!

AND JUST LIKE THAT...

...IT ENDS.

I MUST HAVE FALLEN ASLEEP IN MY CHAIR.

OH, PETER, I HAD THE WORST DREAMS.

IT TAKES ME A FEW MOMENTS TO BE SURE WE'RE BOTH AWAKE. THAT WE'RE NOT TRAPPED IN SOME HELLISH LANDSCAPE OR IN THE SHADOW OF SOME HORRIFIC TOWER.

THAT TOWER...

...FROM THE DREAMS.

...I'VE BEEN THERE BEFORE!

I KNOW WHERE THIS... *SLEEP-STEALER* IS HIDING NOW.

AND IT'S TIME TO *END* THIS.

END OF CHAPTER 5

IT'S THE MIDDLE OF THE NIGHT, AND I'M IN LOWER MANHATTAN, STARING UP AT A LUXURY APARTMENT BUILDING.

INSIDE IS A ***MONSTER*** THAT'S BEEN STEALING PEOPLE'S SLEEP BEFORE KILLING THEM.

A MONSTER THAT NEARLY MURDERED MY AUNT MAY.

AND I'M GOING TO *FIND* HIM.

I'M...JUST NOT SURE *HOW.*

THIS PLACE HAS HUNDREDS OF WINDOWS.

THERE'S NO WAY TO--

WAIT...

SUDDENLY, I FEEL EYES ON ME.

MORE THAN THAT. I FEEL EYES *INSIDE* ME.

THERE.

THAT'S HIM.

JUST *WAITING* FOR ME.

TIME FOR SOME ANSWERS.

I KNOW I'M AMAZING. SPECTACULAR, EVEN. BUT THAT DOESN'T GIVE YOU THE RIGHT TO *STARE*.

THWIP!

SPIDER-MAN. YOU CAME.

YOU'RE THE ONE WHO'S BEEN HAUNTING PEOPLE'S DREAMS?

I'M PAUL.

UH, OKAY...

I USED TO BE A LOSER.

THEN I HEARD THE *SONG*.

I DON'T KNOW WHY IT PICKED ME TO LIVE IN. I'M NOBODY SPECIAL.

BUT THE SONG *TAUGHT* ME. IT TAUGHT ME TO REACH INTO OTHERS' DREAMS AND STEAL THEIR SLEEP. THEIR STRENGTH.

SOON THE SONG BECAME *PART* OF ME. FEEDING ME THE *POWER* IT TAKES FROM PEOPLE'S DREAMS.

BUT NOW *YOU* WANT TO TAKE THAT POWER AWAY.

I WON'T LET YOU!

I'M ALMOST RELIEVED WHEN HE ATTACKS.

SLISH

THIS IS SOMETHING I UNDERSTAND.

ALL THE LOST SLEEP AND FEVERED DREAMS BURN AWAY.

SOMETHING I KNOW HOW TO *DEAL* WITH.

HAVE TO GET HIM AWAY FROM BYSTANDERS!

YOU LOOK PRETTY *ROUGH* THERE, PAUL. I GUESS YOU'RE NEW TO THIS SUPER VILLAIN THING. PROBABLY HAVEN'T BEEN *PUNCHED* A LOT.

HOW ABOUT WE CALM DOWN AND TALK ABOUT HOW YOU'RE GOING TO STOP HURTING PEOPLE, *HUH?* THEN--

NO! HE'S GOING TO TAKE IT ALL AWAY! HELP ME!

HELP ME!

HELP

MY GOD.

CLOSE, CLOSE YOUR EYES...

N-NO...

GO, GO TO SLEEP...

THE LITTLE SPIDER STRUGGLES...

...BUT CAN'T MAKE A PEEP.

END OF
CHAPTER 6

I'VE BEEN HELD CAPTIVE SO MANY TIMES I'VE LOST COUNT.

SHACKLED.

CHAINED.

CAGED.

WHEN IT HAPPENS, I ALWAYS HAVE SOME CLEVER QUIP READY.

BUT THE TRUTH IS, IT'S SCARY AS HELL EVERY TIME.

THE HELPLESSNESS. SOMEONE ELSE CONTROLLING YOUR BODY.

AND *THIS?*

THIS IS AS SCARY AS IT'S *EVER* BEEN.

I DON'T KNOW HOW LONG I'VE BEEN HERE.

I DON'T EVEN KNOW WHAT THIS PLACE *IS*.

A SPACE IN MY OWN MIND? A POCKET DIMENSION?

AM I EVEN PHYSICALLY HERE? IS MY BODY SLEEPING?

REEEEK

I DON'T HAVE ANY ANSWERS.

ALL I KNOW...

...ALL I'VE *EVER* KNOWN...

SHUNK SHK SHUNK

...IS THE *PAIN.*

THE SLEEP-STEALER'S HUMAN VESSEL IS GONE. BURNED-AWAY FLESH.

NOW ALL THAT'S LEFT IS THIS... *FORCE* FEEDING ON ME.

IT DRAINS MY STRENGTH. EATS ME TO NOTHING.

...IT SPITS OUT WHAT'S LEFT OF ME.

I STAGGER DOWN SOME NAMELESS ROAD. NOT WANDERING...

AND AFTER EVERYTHING INSIDE ME HAS BEEN EATEN AWAY...

...JUST LOST.

M-MISTER, ARE YOU...

...S-SPIDER-MAN?!

FOR A MOMENT, I'M CERTAIN I'M *NOT* SPIDER-MAN.

BUT THEN I LOCK EYES WITH THE KID.

I SEE HOW BADLY HE *NEEDS* ME TO BE SPIDER-MAN.

AND I *REMEMBER MYSELF.*

I WANNA GO HOME! ARE YOU HERE TO SAVE US?

I WANT TO GO HOME TOO!

PLEASE HELP US!

SPIDER-MAN, HELP!

THIS CROWD--HOW MANY VICTIMS HAS THE SLEEP-STEALER FED UPON?

THEIR PAIN *TERRIFIES* ME.

BUT THEY NEED *ME* TO SAVE THEM. AND THAT NEED REMINDS ME THAT THERE'S SOMETHING BIGGER THAN ANY FEAR:

RESPONSIBILITY.

I KNOW YOU'RE SCARED!

I'M SCARED TOO.

WE ALL WANT TO GO HOME.

WE ALL FEEL *TRAPPED* HERE.

BUT LOOK AT HOW MANY OF US THERE ARE!

I THINK THAT, *TOGETHER*, WE CAN FIND A WAY OUT OF HERE.

BUT HOW? EVERY TIME I TRY TO GET OUT, THIS PLACE *CHANGES*.

WELL... MAYBE WE CAN *USE* THAT.

I'VE GONE ON ENOUGH KOOKY ADVENTURES WITH *DR. STRANGE* TO KNOW THIS KIND OF PLACE SOMETIMES RESPONDS TO YOUR *WILLPOWER*.

I WANT YOU ALL TO KNOW HOW *TOUGH* YOU ARE. HANGING IN THERE LIKE THIS.

YOU'RE NOT VICTIMS. YOU'RE *WARRIORS*.

I MEAN IT. ***WARRIORS.*** YOU CAN PICTURE IT IF YOU TRY. HE HASN'T TAKEN ***THAT*** FROM YOU.

AND IN A PLACE LIKE THIS, WHAT YOU PICTURE...

...CAN BECOME REALITY!

HOLY CRAP, IT ACTUALLY WORKED.

OKAY, TEAM GOOD GUYS! NOW LET'S--

GO, GO TO SLEEP...

NO.

CLOSE, CLOSE YOUR EYES...

THE LITTLE SPIDER'S FRIENDS...

NO!

...SEE THROUGH HIS LIES!

PLEASE!

END OF CHAPTER 7

♪GO, GO TO SLEEP... ♪

♪♪

PLEASE, LISTEN!

"CLOSE, CLOSE YOUR EYES."

YOU DON'T HAVE TO DO THIS!

YOU'RE *GOOD* PEOPLE INSIDE. I KNOW IT!

THWIP!

THE LITTLE ♪ SPIDER'S ♪ FRIENDS ♪

THIS PLACE CAN'T CHANGE THAT! NOT IF WE *FIGHT* IT!

THWIP!

♪CAN'T HEAR ♪ HIS LIES ♪

SPIDER-MAN!

I...I CAN HELP YOU!

M-ME TOO!

TH-THERE. *THERE!* YOU SEE THAT, *MISTER SLEEP DEMON?!*

YOU *SEE?*

THEY'RE NOT YOUR MONSTERS.

THEY'RE MY *NEIGHBORS.*

I MIGHT BE A LITTLE NAIVE.

MAYBE IT'S MY PRIDE THAT MAKES ME THINK I CAN HELP PEOPLE BE THEIR BEST.

BUT YOU KNOW WHAT? IT *WORKS.*

I'VE SEEN IT AGAIN AND AGAIN.

WHEN PEOPLE SEE SOME LOSER IN PAJAMAS WHO WON'T GIVE UP? WHO'S TOO STUBBORN (AND, LET'S FACE IT, MAYBE TOO STUPID) TO STAY DOWN?

IT HELPS THEM DO *BETTER.*

IT REMINDS THEM THAT *THEY* CAN GET BACK UP TOO.

AND SOMETIMES THAT REMINDER...

...IS ALL PEOPLE NEED!

CLOSE, CLOSE YOUR EYES...

SHUT UP WITH THE SINGING!

PRESS HIM, GUYS!

RIGHT BEHIND YOU, SPIDER-MAN!

YOU CAN'T TAKE US ALL!

TANIP!

TELL HIM, SPIDEY!

I GAVE A NICE SPEECH, BUT THESE PEOPLE AREN'T WARRIORS.

EVERY ONE OF THEM IS FIGHTING PAST THEIR FEAR TO DO SOMETHING BIGGER AND SCARIER THAN THEY'VE EVER DONE.

I'M SUPPOSED TO BE INSPIRING *THEM*.

BUT IT'S THE OTHER WAY AROUND.

AND SOMEHOW...

...IT'S ENOUGH.

THE DREAM ENDS.

HISSSS

...I'M BACK IN MY BODY.

I'M WRUNG OUT AND EXHAUSTED, BUT IT'S *NATURAL* EXHAUSTION.

THE SONG'S GONE.

IT'S OVER.

IF WHAT HAPPENED WITH AUNT MAY IS ANY INDICATION, THE DREAMERS WILL WAKE NOW--SAFE AND SOUND.

WELL, *SAFE* AT LEAST.

THE *SOUND* PART MIGHT TAKE A WHILE.

A LITTLE BIT OF DIGGING INTO POLICE RECORDS SHOWS THAT SPENCER SMYTHE WAS APPREHENDED IN A CATATONIC STATE.

WHICH MEANS THE DREAM DIDN'T REALLY KILL HIM. I GUESS THAT'S GOOD?

ME? I'M READY TO CRAWL INTO BED.

AND FINALLY GET SOME *REAL* SLEEP.

#1

THE BIG BRUTE IN THE KNOCKOFF SUIT IS ***SPIDERCIDE***, A SHAPE-CHANGING, HOMICIDAL MANIAC WHO WAS CLONED FROM YOURS TRULY.

I THOUGHT HE WAS *DEAD* UNTIL HE SHOWED UP TO KILL ME.

HEY, IT HAPPENS.

THWIP!

WE'VE BEEN FIGHTING ACROSS THESE ROOFTOPS FOR *HOURS.*

BUT NOW IT'S OVER.

Y-YOU THINK THIS IS *FINISHED*, BROTHER? I--

SLORCH!

I DON'T KNOW HOW MANY TIMES I NEED TO SAY THIS, BUT I AM *NOT* YOUR BROTHER. WE'RE NOT *TWINSIES.*

I MEAN, YOU MIGHT HAVE MY FACE, BUT YOU'RE NOT *NEARLY* AS ADORABLE AS ME.

THWIP!

WHOMP!

BUT, YEAH...

...IT'S FINISHED.

DEFEATED A WEIRDO VERSION OF MYSELF WHO WANTED ME DEAD. MUST BE WEDNESDAY.

I USED TO THINK STUFF LIKE THIS HAPPENED TO ME BECAUSE I WAS CURSED. *THE OL' PARKER LUCK.*

AND, YEAH, I'VE HAD MORE THAN MY SHARE OF TERRIBLE CRAP HAPPEN TO ME.

BUT I'VE COME TO REALIZE THAT I'M ACTUALLY A *DAMN* LUCKY GUY.

PEOPLE APPRECIATE WHAT I DO...

I'VE GOT FRIENDS AND FAMILY WHO CARE ABOUT ME.

A ROOF OVER MY HEAD.

HOW MANY MILLIONS OF PEOPLE *DON'T* HAVE THOSE THINGS?

SO LATELY, I'VE BEEN TRYING TO REMIND MYSELF: I'M NOT CURSED.

I'M *BLESSED.*

GET UP NICE AND SLOW, PAL.

UNLESS YOU WANNA GET SHOT.

CLICK!

THAT WAS THE SOUND OF A GUN SAFETY. WHAT THE HELL?

I GOT THE LIGHTS!

ASKIN' ONE LAST TIME, PAL. *GET UP.*

WH- WHAT?

WHOA, WHOA! OFFICERS, WHAT'S--?

HANDS WHERE I CAN SEE THEM!

OKAY, OKAY! HANDS ARE UP!

I'M JUST TRYING TO FIGURE OUT WHY THE POLICE ARE IN MY APARTMENT WITH GUNS DRAWN.

YOUR APARTMENT? MAN, HOW YOU GONNA LIE LIKE THAT WHEN I'M THE BUILDING SUPER AND I'M STANDING RIGHT HERE?

WHAT THE--?! *OSWALDO?* WHAT ARE YOU TALKING ABOUT? YOU'VE KNOWN ME FOR YEARS!

THIS DUDE IS *CRAZY,* OFFICERS. I'VE NEVER SEEN HIM BEFORE IN MY LIFE.

WHAT?! WHY WOULD YOU SAY *THAT?*

LOOK, PAL, I DON'T KNOW IF YOU'RE, LIKE, A *SQUATTER* OR WHATEVER, BUT THE SUPER ALREADY SHOWED US THE PAPERWORK. THIS IS A MODEL APARTMENT. LIKE, FOR *SHOWINGS.*

AND YOU'RE TRESPASSING.

IT'S NOT A MODEL! IT'S MY--

WAIT... WAIT, WHERE'S ALL MY STUFF?

LOOK, SUPER SAYS HE WON'T PRESS CHARGES IF YOU JUST GET ON OUT OF HERE AND DON'T COME BACK.

SO EITHER YOU SAY, "YES, OFFICERS, I CAN DO THAT," AND WALK ON OUTTA HERE *NOW...*

OR ELSE WE HAVE A *REAL* PROBLEM.

BUT THIS IS *MY--*

YES, OFFICERS, I CAN DO THAT.

WHAT WAS *THAT?*

AND THE APARTMENT-- THAT WASN'T MY FURNITURE. ALL *MY* STUFF WAS GONE.

IT DOESN'T MAKE ANY SENSE.

OSWALDO *KNOWS* ME. WHY WOULD HE PRETEND HE DOESN'T?

SO I CALL THE PERSON I CALL WHEN THINGS DON'T MAKE SENSE.

HELLO?

AUNT MAY? IT'S SO GOOD TO HEAR YOUR VOICE. I--

AUNT MAY? WELL, *THAT'S* A NEW ONE.

AUNT MAY, IT'S *PETER!*

IS THAT WHAT THEY'RE TELLING YOU POOR TELEMARKETERS TO CALL PEOPLE THESE DAYS? SEEMS WAY TOO *FAMILIAR,* IF YOU ASK ME.

I DON'T CARE IF YOU'VE GOT PETER, PAUL, *AND* MARY OVER THERE, YOUNG MAN. I'M NOT BUYING WHATEVER YOU'RE SELLING!

AUNT MAY, *PLEASE* DON'T HANG UP! IT'S YOUR *NEPHEW!* I--

I DON'T *HAVE* A NEPHEW! YOU'RE GOING TO NEED TO COOK UP SOMETHING BETTER THAN THAT TO SELL YOUR--

CLICK!

SHE DOESN'T KNOW ME EITHER.

WHAT'S *HAPPENING* TO ME?

I'M DESPERATE AND I'M *SCARED.*

AND DESPITE THE RIFT BETWEEN US, MY MIND GOES TO THE ONE PERSON WHOSE VOICE COULD ALWAYS KILL MY FEAR.

I *KNOW* WE BOTH DESERVE BETTER.

I *KNOW* IT'S A BAD IDEA TO CALL HER.

I DO IT ANYWAY.

COME ON, MJ, PICK UP...

PICK UP...

NO ANSWER.

MY BRAIN SAYS, "IT'S A SIGN. YOU SHOULD LEAVE HER ALONE. WHATEVER THE HELL'S GOING ON, IT'S *YOUR* PROBLEM."

BUT MY *FEET* MOVE TOWARD HER APARTMENT.

SOON...

THERE SHE IS!

MJ! MJ!

UH, YES?

OH, THANK GOD. I TRIED TO CALL YOU, BUT YOU DIDN'T PICK UP.

WAIT, THAT WAS *YOU* WHO JUST CALLED ME SEVEN TIMES IN A ROW?

ARE YOU *STALKING* ME? MISTER, I--

I HAD TO--WAIT, *MISTER?*

MARY JANE, IT'S *ME!* YOU KNOW ME!

LIKE HELL I DO! *GET AWAY FROM ME!*

OH GOD. OH GOD, THIS CAN'T BE HAPPENING.

HELP! THIS GUY WON'T LEAVE ME ALONE!

HEY! HEY! SHE SAID TO LEAVE HER ALONE!

YEAH, WHAT'S YOUR PROBLEM?

WHAT'S GOIN' ON?

THIS NASTY #$%& WAS HARASSING THAT LADY!

SOMEBODY CALL THE COPS.

COPS WON'T DO #$%&. KICK HIS #$%&!

EVERYTHING'S WRONG.

EVERYTHING'S WRONG, AND I HAVE TO GET OUT OF HERE.

HAVE TO GET...

...OUT OF HERE.

OH NO YOU DON'T! GET BACK HERE!

FOOL'S GONNA GET HIMSELF KILLED!

THERE.

I'LL CLIMB DOWN THERE AND LIE LOW UNTIL--

WHAT THE--?

NO WALL-CRAWLING.

NO WEB-SHOOTERS.

WHAM

NNNNH...

OH GOD. OH GOD, IT HURTS.

MIRACULOUSLY, I DIDN'T BREAK ANY BONES.

BUT I HAVEN'T BEEN IN THIS MUCH PAIN IN *YEARS*. IT'S ALL I CAN DO NOT TO BLACK OUT.

POWERS GONE. APARTMENT DIFFERENT. FRIENDS AND FAMILY FORGETTING ME.

SOMETHING'S GONE WRONG.

WRONG ENOUGH THAT I NEED *HELP*.

AVENGERS

WE'RE SORRY, THIS NUMBER IS NOT AUTHORIZED TO ACCESS THE AVENGERS PRIORITY LINE. GOODBYE.

BEEP

YOU'VE REACHED THE FANTASTIC FOUR. THE PARTY YOU'RE TRYING TO REACH IS CURRENTLY UNAVAILABLE. BUT YOUR CALL IS VERY IMPORTANT TO--

BEEP

THIS CAN'T BE HAPPENING. THIS CAN'T--

BING!

Unknown

Wednesday, 18 of October * 11:24

Do you want your life back?

WHAT THE--?

BING!

Unknown
Wednesday, 18 of October * 11
Do you want your life back?
Grand Central. Track 31.
...
Midnight.
I GET ON BOARD ANYWAY BECAUSE I NEED ANSWERS.
IF I WAS THINKING STRAIGHT, I'D HAVE REMEMBERED TO BUY A TICKET.
BUT I'M NOT THINKING STRAIGHT.
EVERY JOSTLE ON THE SUBWAY HURTS. PEOPLE STARE AT MY INJURIES.
I REALIZE THAT I HAVEN'T EATEN ALL DAY.
GRAND CENTRAL IS QUIET BUT NOT DEAD THIS TIME OF NIGHT.
I'M SUDDENLY JEALOUS OF EVERY HUMAN CONNECTION I SEE.
AT FIRST, THE TRAIN SEEMS AS EMPTY AS THE PLATFORM.
BUT THEN...
BUT WHEN I REACH TRACK 31, THE PLATFORM IS COMPLETELY EMPTY. AND THE TRAIN IS...
...WRONG.
TSK, TSK, TSK.

YOU HAVEN'T PAID YOUR FARE!

TICKET, PLEASE.

I--I DON'T HAVE--

NO TICKET? NO TICKET? NO TICKET?

THEN WE WILL COLLECT--

--THE FARE!

KRAK!

I SHOULD BE USED TO IT. THERE ARE *DOZENS* OF PEOPLE OUT THERE WHO WANT ME DEAD.

BUT THIS IS DIFFERENT. THE ADRENALINE IS THERE. THE *FEAR* THAT I ALWAYS FEEL BUT NEVER SHOW.

BUT THE *POWER* ISN'T.

THUD!

MY AMAZING AGILITY IS GONE. MY SPIDER-SENSE DOESN'T WORK.

THAT'S WHEN I REALIZE IT:

HE'S NOT TRYING TO *KILL* ME.

HE'S *HAVING FUN* WITH ME.

SO I DO THE ONLY THING I CAN.

I RUN LIKE HELL.

SLAM

ANOTHER DINNER GUEST? I WASN'T INFORMED.

NEITHER WAS I, BUT THERE'S NO SENSE BEING RUDE ABOUT IT.

LISTEN, YOU-- YOU ALL HAVE TO GET OUT OF HERE! THERE'S SOMETHING WRONG WITH THE CONDUCTOR! HE--

NONSENSE!

WHY, THE MAIN COURSE HAS JUST ARRIVED!

DO SAY YOU'LL JOIN US!

DON'T BE SHY, THERE'S PLENTY TO GO AROUND!

WH-WHAT? N-NO? NO, THIS--

SLAM!

WHAT *IS* THIS TRAIN?

WHERE IS IT GOING?

I TRY TO GET A GLIMPSE OUT THE WINDOW.

BUT BEFORE I CAN--

YOU HAVEN'T PAID YOUR FARE!

AHH!

CRASH

I'M SO USED TO HAVING THE POWER TO *SHRUG OFF* WOUNDS LIKE THIS. I'VE FORGOTTEN WHAT IT'S LIKE TO REALLY *FEEL* THEM.

HOW *AFRAID* IT MAKES YOU.

HE'S RIGHT BEHIND YOU!

RUN! RUN!

FASTER!

TOC TOC TOC TOC

TOC TOC

TOC TOC TOC

TOC TOC

TOC TOC

TOC TOC

TOC TOC TOC

DON'T LET HIM CATCH YOU!

#2

TICKET, PLEASE!

G-GOT TO GET AWAY...

PANT PANT

SLAM!

HE- HE'S GONE. WHERE--?

HEY, MISTER.

GAAH!

UH, DID I SCARE YOU? SORRY.

ARE YOU HIDING FROM THE CONDUCTOR TOO?

UH, YEAH, I GUESS I AM. HE WAS RIGHT BEHIND ME, BUT--

YEAH, HE LIKES TO DO THAT. DISAPPEAR. MAKE YOU THINK YOU'RE SAFE...

THAT'S WHEN HE COMES BACK...

OH, I'M TJ, BY THE WAY!

HEY, TJ. I'M PETER.

TJ, DO YOU KNOW WHAT'S GOING ON HERE? WHAT IS THIS TRAIN? HOW DID YOU END UP HERE?

I... I DON'T KNOW. I KEEP TRYING TO REMEMBER...

BUT I KNOW THE WAY OUT.

I COULDN'T OPEN THE DOOR MYSELF, BUT NOW THAT AN ADULT'S HERE...COME ON!

WHOA, SLOW DOWN!

HERE IT IS! LET'S GET OUT OF HERE!

HRRNNN!

IF I HAD MY SPIDER-STRENGTH THIS WOULD BE A BREEZE.

ALMOST THERE!

SEE? THE WAY OUT!

WHAT? THE TRAIN'S STILL MOVING! YOU CAN'T--

NO!

NO!!!

N-NO.

G-GOT TO GET OUT OF HERE.

THE FREEZER CAR. MAYBE I CAN FIND--

OH GOD.

THIS CAN'T BE HAPPENING.

THIS CAN'T BE HAPPENING!

STOMP STOMP

HE'S COMING.

HRM, HRM.

AAAAAAAAAAAAAH!

SLORCH!

YOU NEED A TICKET TO RIDE THIS TRAIN...

KLANG!

...AND YOU HAVEN'T PAID YOUR FARE!

THERE'S NOWHERE LEFT FOR ME TO RUN BUT THEN--

CREEEEK!!

THAT LURCH--

--THE TRAIN'S STOPPED!

GOTTA FIND--

--A WAY OFF!

GAAAAHHHH!

NO STATION SIGN. I DON'T KNOW WHERE I AM.

BUT *ANYWHERE'S* BETTER THAN THAT TRAIN.

I DON'T HEAR THE CONDUCTOR FOLLOWING ME, BUT I RUN ANYWAY.

IT'S A REFLEX, NOT A DECISION.

THEN I SEE SOMETHING IN THE MUD.

A PHOTO?

N-NO. NO.

J-JONAH?

THIS CAN'T BE REAL. IT CAN'T--

ANOTHER ONE?

MJ?!

WH-WHAT IS THIS?

A TRAIL?

AUNT MAY...

WHERE ARE THEY?

I HAVE MY ANSWER AS SOON AS I LOOK UP THE HILL, LAY EYES ON *THE HOUSE*...

...AND FEEL IT *LAY EYES ON ME.*

ONCE, I WAS A HERO WITH AMAZING POWERS.

SOME PEOPLE EVEN SAID I WAS BRAVE.

BUT MY POWERS ARE GONE NOW.

AND STARING AT THAT OLD HOUSE, I FORGET WHAT BRAVERY IS.

I'M BARELY ABLE MAKE MYSELF FOLLOW THAT TRAIL OF BLOODY PHOTOS.

SOMEWHERE ALONG THE WAY, I LOSE MY SHOES IN THE MUD.

HELP US! PLEASE!

IT TAKES EVERYTHING I'VE GOT TO OPEN THE DOOR...

AS I STEP INSIDE, I'M MORE AFRAID THAN I'VE EVER BEEN IN MY LIFE...

...AND THE HOUSE *KNOWS* IT.

SOMEONE, HELP US!

MY EARS HEAR THE CRY, BUT THIS TIME, MY LEGS MOVE ON THEIR OWN.

SOME HABITS ARE EVEN STRONGER THAN FEAR.

I DON'T NOTICE THE BROKEN GLASS UNTIL IT'S TOO LATE.

ARGHH!

TYPICALLY, I'D BRUSH OFF AN INJURY LIKE THIS.

BUT WITHOUT MY POWERS, IT HURTS LIKE HELL.

NO! PLEASE! NO MORE!

THAT DOESN'T MATTER THOUGH.

BECAUSE SOMEONE NEEDS MY HELP.

JONAH?!

P-PARKER? WH-WHAT ARE YOU DOING HERE?

THAT'S A DAMN GOOD QUESTION.

BUT FOR RIGHT NOW, LET'S JUST SAY I'M HERE TO *HELP.*

THAT SHOULD DO IT.

NOW LET'S GET OUT OF HERE.

CAN'T. WHOEVER TOOK ME, THEY'VE GOT OTHER VICTIMS HERE.

UPSTAIRS. TWO WOMEN. CAN'T LEAVE THEM BEHIND.

NO, DON'T HURT HER!

ARRRGGGGHHH!

I'VE BEEN LISTENING TO THEM SCREAM FOR HOURS.

I RECOGNIZE THE SCREAMS INSTANTLY.

I KNOW WHAT I'LL FIND WHEN I OPEN THAT DOOR.

IT DOESN'T MAKE IT ANY EASIER.

MJ...

...AUNT MAY.

PETER? PETER, IS THAT YOU?

IT'S ME, AUNT MAY.

I'M HERE TO HELP.

WHAT THE HELL'S GOING ON HERE, PETE?

I DON'T KNOW. BUT WE'RE GETTING OUT OF HERE.

EVERYONE...

...FOLLOW ME?

OF COURSE WE'LL FOLLOW YOU, DEAR.

YOU'RE SUCH AN UPSTANDING YOUNG MAN, PARKER.

WHY, I'D FOLLOW YOU TO THE ENDS OF THE EARTH, *TIGER.*

#3

IT'S A NIGHTMARE.

PETER!

BUT NO MATTER HOW HARD I TRY, I CAN'T WAKE UP.

ALL I CAN DO...

PETER!

PETER!

...IS RUN.

I RUN AND I FORCE MYSELF TO BREATHE.

AND WITH THE BREATH COMES SOME CLARITY.

THEIR SYNCHRONIZED MOVEMENTS.

I'D HAVE SEEN IT EARLIER IF I WASN'T SO DAMNED *SCARED.*

THEY'RE *ROBOTS.*

PETER!

THE WEIRD CONSISTENCY ACROSS THEIR VOICES.

THESE AREN'T MY FRIENDS AND FAMILY.

AND JUST LIKE THAT, IT ALL COMES TOGETHER.

THE ROBOTS. THE HORROR-MOVIE-SET VIBES. THE KNOWLEDGE OF MY SECRET IDENTITY.

I KNOW WHO'S BEHIND THIS.

MYSTERIO! THIS HAS YOUR STINK ALL OVER IT!

BACK TO YOUR OLD WAYS, *HUH?* *SHOW YOURSELF,* QUENTIN!

I'VE FOUGHT HIS AUTOMATONS BEFORE.

I KNOW I'M NO MATCH FOR THEM WITHOUT MY POWERS.

BUT I ALSO KNOW THAT THE MODELS WITH ADVANCED SPEECH CAPABILITY TEND TO HAVE CRAPPIER INTERNAL EQUILIBRIUM.

THEIR SENSE OF BALANCE CAN BE THROWN PRETTY EASILY. ESPECIALLY...

...ON STAIRS!

I STOP THEM, BUT IT'S HARD TO FEEL GOOD WATCHING THE PEOPLE YOU CARE ABOUT FALL DOWN A FLIGHT OF STAIRS.

YOU'RE TOO DAMN GOOD AT SCULPTING FACES, QUENTIN.

NOW, WHERE...?

HUMMMMMMM

BEHIND THAT DOOR! THE HUM OF HEAVY MACHINERY.

MYSTERIO! WHAT IN THE HELL IS GOING...

...ON?

P-PETER.
P-PETER
PARKER.

WHAT IS THIS, QUENTIN?

SHOULD I BE KNOCKING YOU OUT OR RESCUING YOU?

P-PETER. P-PETER PARKER.

I DON'T KNOW WHAT MYSTERIO'S ROLE IN ALL THIS MADNESS IS.

BUT THE MACHINE HE'S STRAPPED TO IS SOME SORT OF NEURAL EXTRACTION DEVICE--AND IT'S HURTING HIM.

SO I DO WHAT I CAN TO STOP THE HURTING. THAT'S MY *JOB.*

SOMEBODY TOOK MY ***POWERS.*** BUT I WON'T LET THEM TAKE MY SENSE OF ***RESPONSIBILITY.***

PETER? IS...IS THAT REALLY YOU?

YOU... YOU'VE GOT TO GET ME OUT OF HERE!

YOU'VE GOT TO GET OUT OF HERE!

SLOW DOWN. WHERE EVEN *IS* HERE?

THE APARTMENT. THE STATION. THE TRAIN. THE HOUSE.

THEY *MADE* ME BUILD THEM. THEY MADE ME BUILD THEM FOR *YOU.*

DAYS AND NIGHTS AND NIGHTS AND DAYS. BUILDING AND BUILDING AND *BUILDING.*

THEY GAVE ME DRUGS THAT KEPT ME AWAKE. MADE ME MORE *PRODUCTIVE.*

MY FINGERS BLED FROM THE WORK. ALL FOR *YOU,* PETER.

WAIT... YOU'RE SAYING ALL OF THIS--ALL THIS *HELL* I'VE BEEN LIVING THROUGH THE PAST TWENTY-FOUR HOURS--IT'S ALL BEEN DONE WITH *SETS?* PROPS?

I DON'T BUY IT. EVEN *YOU'RE* NOT THAT GOOD, QUENTIN.

MAYBE NOT. BUT THEY HAVE *WAYS!*

WAYS TO GET INSIDE YOUR BRAIN WITH DRUGS AND MACHINES. WAYS TO *MAKE* YOU BELIEVE.

LOOK, FORGET THAT. I WANT YOU TO FOCUS ON MY VOICE. WE'RE GETTING OUT OF HERE NOW. YOU *HEAR* ME?

I--I... YEAH. YEAH, I HEAR YOU.

ALL RIGHT. NOW, IF WE HEAD BACK THIS WAY--

DUCK!

SWOOSH

AAAAAAH!

A BLADE TRAP. ONE OF *MINE.*

I...I DON'T EVEN REMEMBER SETTING IT UP. JUST HEARD THE CLICK AND REACTED.

LUCKY FOR US YOU *DID,* SINCE MY SPIDER-SENSE IS M.I.A.

YOU MAY BE WITHOUT YOUR POWERS, BUT YOU DON'T NEED TO BE WITHOUT *EVERYTHING* SPIDERY.

I DON'T ASK MYSTERIO IF HE KNOWS WHY THE COSTUME IS HERE. I'M JUST SO HAPPY TO SEE IT.

OKAY, NOW WE'RE TALKING. WHAT'S THAT THEY SAY?

DRESS FOR THE JOB YOU WANT?

NOW LET'S GET OUT OF HERE.

WHERE... WHERE ARE WE GOING?

AWAY FROM THAT DAMN HOUSE. THAT'S ALL THAT MATTERS FOR NOW.

LOOKS LIKE THERE'S A CLEARING UP AHEAD.

OKAY. I THINK WE'RE SAFE FOR NOW.

SAFE?! LOOK AT US! BLEEDING AND BAREFOOT AND POWERLESS AND ALONE AND--

HEY. *HEY!* WE'RE GETTING OUT OF HERE, OKAY? THEN WE'RE GOING TO GET YOU MEDICAL ATTENTION AND--

THE PREY IS BLEEDING ALREADY, FRIENDS.

IT WILL LEAVE A FINE TRAIL...

...FOR OUR GRAND HUNT!

CRAP. HAVE TO KEEP MOVING.

COME ON, QUENTIN! RUN!

F-FORGET IT...IT'S TOO LATE!

HAVEN'T YOU BEEN LISTENING? HE CONTROLS *EVERYTHING!*

WHO CONTROLS EVERYTHING? WHO ABDUCTED YOU, QUENTIN? WHO MADE YOU BUILD THIS GIANT TORTURE TRAP?

I CAN'T--

BLAM!

AH AH AH--

--IT'S NOT QUITE TIME FOR THE MASKS TO SLIP YET.

I FIGHT DOWN THE FEAR THAT COMES WITH LOSING MY POWERS AND PUT MYSELF BETWEEN MYSTERIO AND THESE MANIACS.

I HAVE TO REMIND MYSELF THAT THEY'RE JUST PEOPLE WITH NOT-VERY-EFFICIENT GUNS.

GET BEHIND ME, QUENTIN.

FOCUSING ON THEIR OLD-FASHIONED RIFLES FLIPS A SWITCH IN ME.

THEY'RE HUNTING US WITH ATMOSPHERIC ANTIQUES AND MASKS MEANT TO PUSH MY BUTTONS. MAKING A *GAME* OF MY TERROR.

FEEDING ON MY FEAR.

BUT I'M *DONE* BEING AFRAID.

WITH MY POWERS GONE, MY BODY IS BALANCED ALL WRONG. MY REACTION TIMES ARE OFF.

IT'S LIKE FIGHTING WITH BOTH HANDS BEHIND MY BACK.

ONLY DESPERATION SAVES ME.

CHOMP

ARRRRGGGGH!

THAT AND MYSTERIO FINALLY FINDING HIS COURAGE--

BANG!

CRACK!

--AND A BIG ROCK.

NNNHHHH!

AHHHH! HE BIT ME! HE #$%& BIT ME!

GUESS... GUESS WE'RE NOT DEAD YET.

THANKS.

THANK ME WHEN WE GET OUT OF HERE.

RIGHT NOW, I JUST WANT TO KNOW WHO--

OOF!

TRIP!

YOU OKAY?

YEAH, JUST TRIPPED OVER...

...SOMETHING.

THESE... THESE ARE THE SETS THEY MADE ME BUILD.

APARTMENT INTERIOR.

PARK BENCH.

TRAIN CAR NUMBER ONE.

TRAIN CAR NUMBER--

NO. THERE'S NO WAY. THESE ARE ***PROPS.*** SETS. THE TRAIN I WAS ON WAS ***REAL.***

I COULD ***SMELL*** THE NIGHT AIR BETWEEN CARS. ***FEEL*** THE TRACKS RUMBLING UNDER US.

NO. C-CAN'T TRUST YOUR MEMORIES.

HE HAS MACHINES, PETER. DRUGS. WAYS TO GET INTO YOUR BRAIN.

TO MAKE YOU SEE WHAT HE WANTS! TO ***FEEL*** WHAT HE WANTS!

HE ***WHO?!***

I--I CAN'T TELL YOU! HE'LL-- HE'LL--

FAINTED. YOU'VE GOT TO BE KIDDING ME.

YOU'RE WASTING YOUR TIME.

THE MAGICIAN'S MIND IS ADDLED WITH FEAR. BUT ***I*** HAVE YOUR ANSWERS...

...BROTHER.

SPIDERCIDE. HOW IS HE FREE?! I WATCHED HIM GET LOCKED UP AFTER I KICKED HIS BUTT... YESTERDAY? THE DAY BEFORE?

MY BRAIN IS SO FULL OF *FEAR*, IT'S HARD TO REMEMBER. QUENTIN'S NOT THE ONLY ONE WHO'S *ADDLED*.

BUT I KNOW ALL OF THIS HORROR STARTED *AFTER* THAT FIGHT WITH SPIDERCIDE.

WHATEVER'S GOING ON HERE, *HE'S* IN THE MIDDLE OF IT.

I'M SO ANGRY THAT I ATTACK FIRST, EVEN THOUGH I'M IN NO SHAPE TO FIGHT.

LET GO!

STOP STRUGGLING. YOUR POWERS ARE GONE.

I COULD RIP YOUR *FEEBLE FORM* TO BLOODY TATTERS WITHOUT BREAKING A SWEAT.

I'VE DREAMED SO OFTEN OF HAVING YOU AT MY MERCY LIKE THIS, BROTHER!

--HRK!--

FOR SO LONG, I THOUGHT IT *IMPOSSIBLE* TO HATE ANYONE MORE THAN I HATE YOU.

BUT I WAS WRONG.

OW! HOW DID YOU--?

WHUMP!

BE SILENT AND *LISTEN.*

I'VE DIVERTED HIS ANDROID HUNTSMEN AND FOUND THIS BLINDSPOT IN HIS SURVEILLANCE SYSTEMS TO SPEAK TO YOU, BUT HE COULD DISCOVER IT AT ANY MOMENT.

I SAW THE COPS CART YOU AWAY!

FORGET WHAT YOU THINK YOU SAW.

HE PUT THOSE MEMORIES IN YOUR HEAD AFTER I KNOCKED YOU UNCONSCIOUS AND BROUGHT YOU TO HIM.

WH-WHAT? THAT...THAT CAN'T BE RIGHT.

IT'S TAKEN MONTHS FOR HIM TO CONSTRUCT THE ELABORATE TORTURE CHAMBER THAT SURROUNDS US.

DAYS TO PLANT YOUR FALSE MEMORIES AND SUPPRESS YOUR POWERS AS YOU LAID SEDATED.

ALL THAT TIME I'VE BEEN BOTH HIS PRISONER AND HIS UNWILLING AGENT.

WHO?! WHO THE HELL IS DOING THIS TO ME?!

SOMEONE WHO KNOWS SPIDER-MAN'S IDENTITY. THE NAMES OF YOUR FAMILY AND FRIENDS.

THE ONE WHO UNDERSTANDS YOUR GENETICS SO INTIMATELY HE CAN DAMPEN YOUR POWERS.

THE ONE WHO HATES YOU EVEN MORE THAN I DO. THE ONE I'VE COME TO HATE EVEN MORE THAN I HATE YOU.

THE MAN WHO MADE ME. THE JACKAL.

#4

SPIDERCIDE SPEAKS A FEW WORDS, AND THEY CHANGE EVERYTHING.

THE TRAIN, THE HOUSE, THIS *HORROR MOVIE* I'VE BEEN TRAPPED IN--IT'S ALL THE DOING OF ONE MAN. ONE MAN WHO HATES ME MORE THAN NEARLY ANY OTHER IN THIS WORLD.

MILES WARREN.

THE JACKAL.

SO YOUR MIND IS NOT *COMPLETELY* BROKEN, THEN. GOOD.

I...I DON'T UNDERSTAND. WHAT DOES ALL THIS GAIN HIM? WHAT'S HIS PLAN?

PLAN? DO YOU THINK THAT THIS IS PART OF SOME GRANDIOSE PLOT TO *RULE THE WORLD?*

HIS PLAN IS THIS: TO MAKE YOU *AFRAID.* AGAIN AND AGAIN AND AGAIN. IT'S COME TO BE ALL THAT MATTERS TO HIM.

HIS "PLAN" IS SIMPLY TO *BREAK* YOU.

AND AS YOU'VE SEEN, I AM JUST *ONE* OF SEVERAL UNWILLING TOOLS HE HAS BEEN USING TO DO JUST THAT.

UNWILLING?

HE HAS... *WAYS* OF COMPELLING OBEDIENCE. NEURAL SHOCK INDUCERS. REMOTE ELECTROCUTION.

THESE PAST MONTHS, I'VE BEEN LITTLE MORE THAN HIS *PUPPET*.

AND NOW THAT YOUR PUTTERING HEART HAS REACHED THE APEX OF FEAR, HE HAS SENT ME TO BREAK YOUR BODY.

NOT TO *KILL* YOU, BUT TO BLOODY YOUR FLESH AND SHATTER YOUR BONES ONE BY ONE WHILE HE WATCHES, SAVING THE FINAL BLOW FOR HIMSELF.

C-COME ON, THEN. TRY IT.

OH, MAKE NO MISTAKE, BROTHER-- *SOMEDAY*, I WILL RIP YOUR HEAD FROM YOUR SHOULDERS AND BATHE IN THE BLOOD THAT SPURTS FORTH.

BUT *I* WILL CHOOSE THAT DAY.

I WON'T BE HIS *TOOL*.

I'VE DEACTIVATED THE SUBDERMAL POWER DAMPENER AND THE SENSORY MANIPULATORS THE JACKAL IMPLANTED IN YOU.

YOUR HEAD SHOULD CLEAR AND YOUR STRENGTH RETURN IN MERE MOMENTS.

BIP

HE'S HOLED UP *THERE*, WATCHING ALL OF THIS. NO GUARDS. MINIMAL DEFENSES.

HE'S INVESTED *EVERYTHING HE HAS* INTO TORTURING YOU, YOU SEE.

WELL...

I'M ABOUT TO GIVE HIM ONE *HELL OF A RETURN* ON THAT INVESTMENT.

AND I WILL MAKE HIM REGRET HE---

BZZZ

JACKAL! FUN'S OVER, YOU SICK PUPPY!

EXIT

I'M COMING FOR YOU!

AND GOD HELP YOU WHEN I--

--FIND YOU.

HELLO, LITTLE SPIDER.

ARE YOU *AFRAID?*

THE MACHINES.

THE DRUGS.

THE *PROCEDURES.*

I REALIZE IT ALL HAPPENED *HERE.*

THE FEAR TAKES BACK OVER. IT *FILLS* ME.

AND JUST LIKE THAT, I CAN'T MOVE A MUSCLE.

THIS. *THIS* IS WHAT I NEEDED.

SPIDER-MAN HELD HELPLESS, NOT BY SHACKLES OR CHAINS OR A PARALYSIS RAY...

...BUT BY *FEAR.*

SO I ASK YOU AGAIN, LITTLE SPIDER-- ARE YOU AFR--?

TRAK!

EH?

SPIDER-MAN! YOU'VE GOT TO STOP HIM!

SNAP OUT OF IT, DAMMIT!

SOK

THUD

GIVE IT UP, MILES. YOU CAN BARELY STAND.

YOU *FAILED.*

OH, I'M *DONE* FIGHTING, SPIDER-MAN.

BUT I'VE HARDLY *FAILED.*

THE THINGS I'VE DONE TO YOU-- THE WOUNDS I'VE INFLICTED ON YOUR BODY AND YOUR MIND IN THIS TIME WE'VE HAD TOGETHER?

WHY, THEY'LL FESTER INSIDE YOU FOR *YEARS.*

SHUT UP.

YOU'LL *NEVER* BE RID OF THESE MEMORIES, YOU SEE.

THEY'LL WAKE YOU WHEN YOU SLEEP! SCREAM AT YOU WHEN YOU THINK YOU'RE ALONE!

SHUT *UP!*

FAR FROM FAILING, I'VE WON EXACTLY WHAT I--

SHUT UP!

CRAK!

I...I JUST BROKE AN UNRESISTING MAN'S JAW.

I DIDN'T MEAN TO, I JUST... REACTED.

I'VE BEEN SO *AFRAID* THESE PAST COUPLE DAYS. IT FELT...

...IT FELT SO GOOD *BEING THE SCARY ONE* INSTEAD.

SO NOW I'M WONDERING...

DID THE JACKAL *WIN?*

WORDS WON'T CHANGE WHAT WE'VE BEEN THROUGH, SO MYSTERIO AND I DON'T SAY MUCH AS WE PART WAYS.

NOT MYSTERIO. *QUENTIN.* AS I WATCH HIM WALK OFF, I'M THANKFUL THAT HE HASN'T RETURNED TO THE VILLAIN LIFE AFTER ALL.

LITTLE WINS, RIGHT?

HYPERREALISTIC SETS WITH ADAPTIVE A.I., SOLID-LIGHT 3D HOLOGRAPHIC PROJECTORS, REMOTE OLFACTORY MANIPULATION...

HE BROUGHT TOGETHER ALL THIS BLEEDING-EDGE TECH JUST TO TORTURE ME.

SOON AFTER...

SPIDERCIDE ESCAPED. THAT'LL COME BACK TO KICK ME IN THE TEETH, BUT NOTHING I CAN DO ABOUT IT NOW.

I CALL THE POLICE TO PICK UP THE JACKAL. *THEY'LL* CALL PEOPLE IN BLACK SUITS WHO'LL CLEAN THIS UP AND PRETEND IT NEVER HAPPENED.

BUT IT *DID* HAPPEN. TO *ME.*

AND BEFORE I CAN MOVE ON LIKE EVERYTHING'S OKAY AGAIN...

...I NEED TO REMIND MYSELF OF WHAT'S *REAL.*

COME ON, PICK UP...

AUNT MAY?

PETER? IT'S SO EARLY...

YOU...YOU REMEMBER ME?

YOU REMEMBER WHO I AM?

REMEMBER YOU? OF COURSE I REMEMBER YOU.

SHEESH, I'M NOT *THAT* OLD.

I SPEND THE DAY CHECKING UP ON THOSE I CARE ABOUT.

64ST

ONE WAY

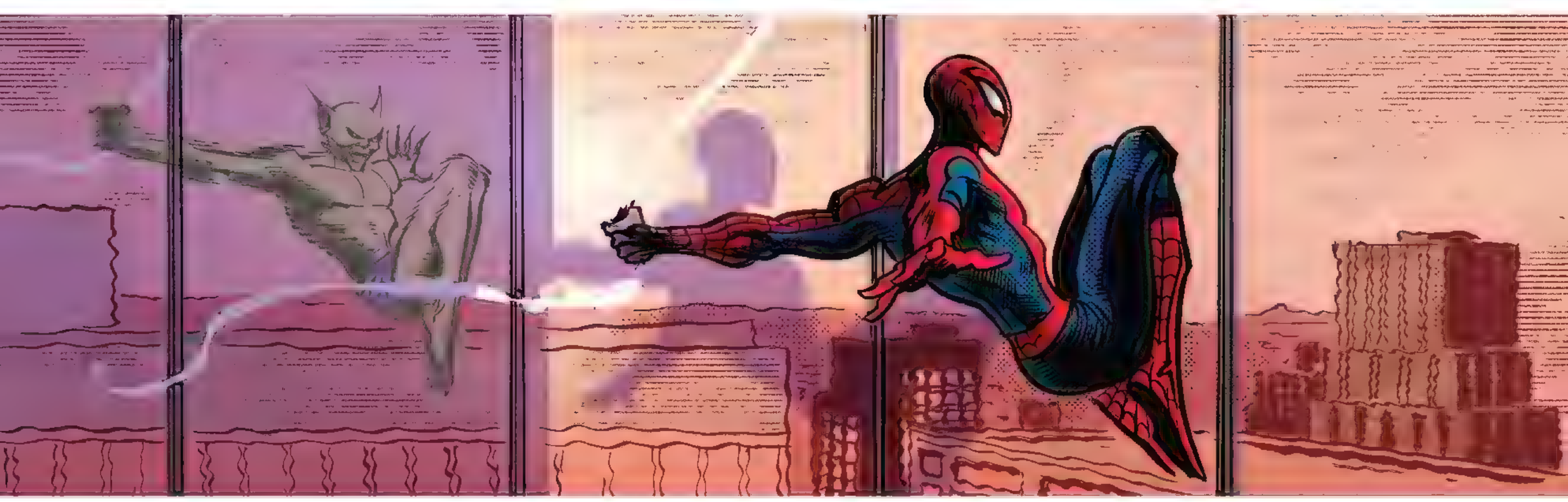
IT'S A LITTLE AWKWARD, BUT I COULDN'T CARE LESS.

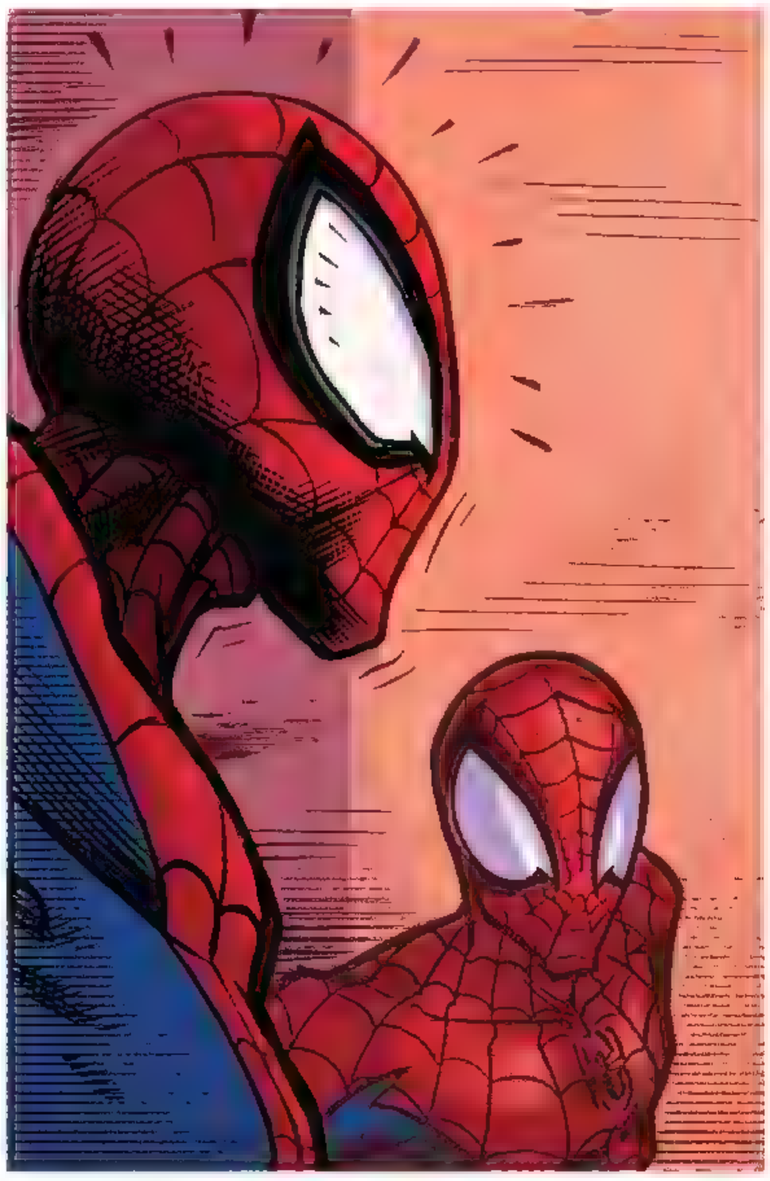
I JUST NEED TO SEE THAT THEY'RE *THEMSELVES.*

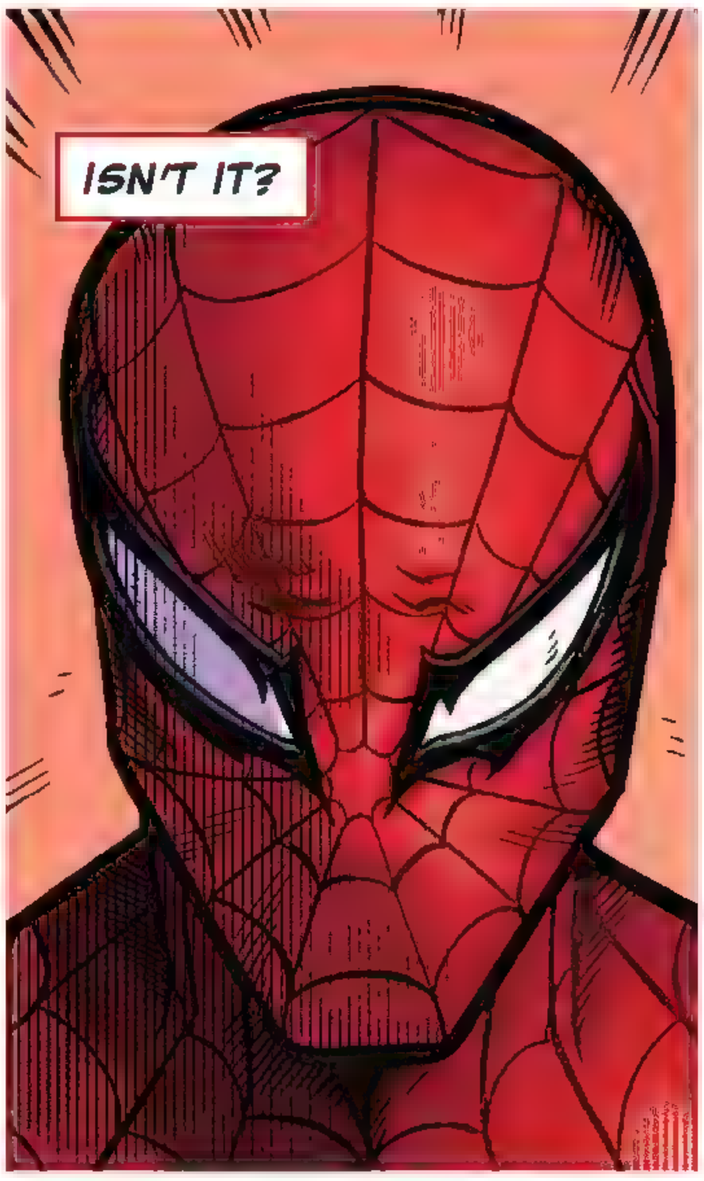
IT'S OVER, THEN. I TAKE DEEP BREATHS OF THE MANHATTAN MORNING AIR AND SQUINT AT THE FIRST RAYS OF THE SUN.

I *FEEL* IT ALL AND REMIND MYSELF I'M NOT IN THE JACKAL'S SIMULATION ANYMORE. THAT ALL OF THIS IS *REAL*.

THWIP!






ISN'T IT?

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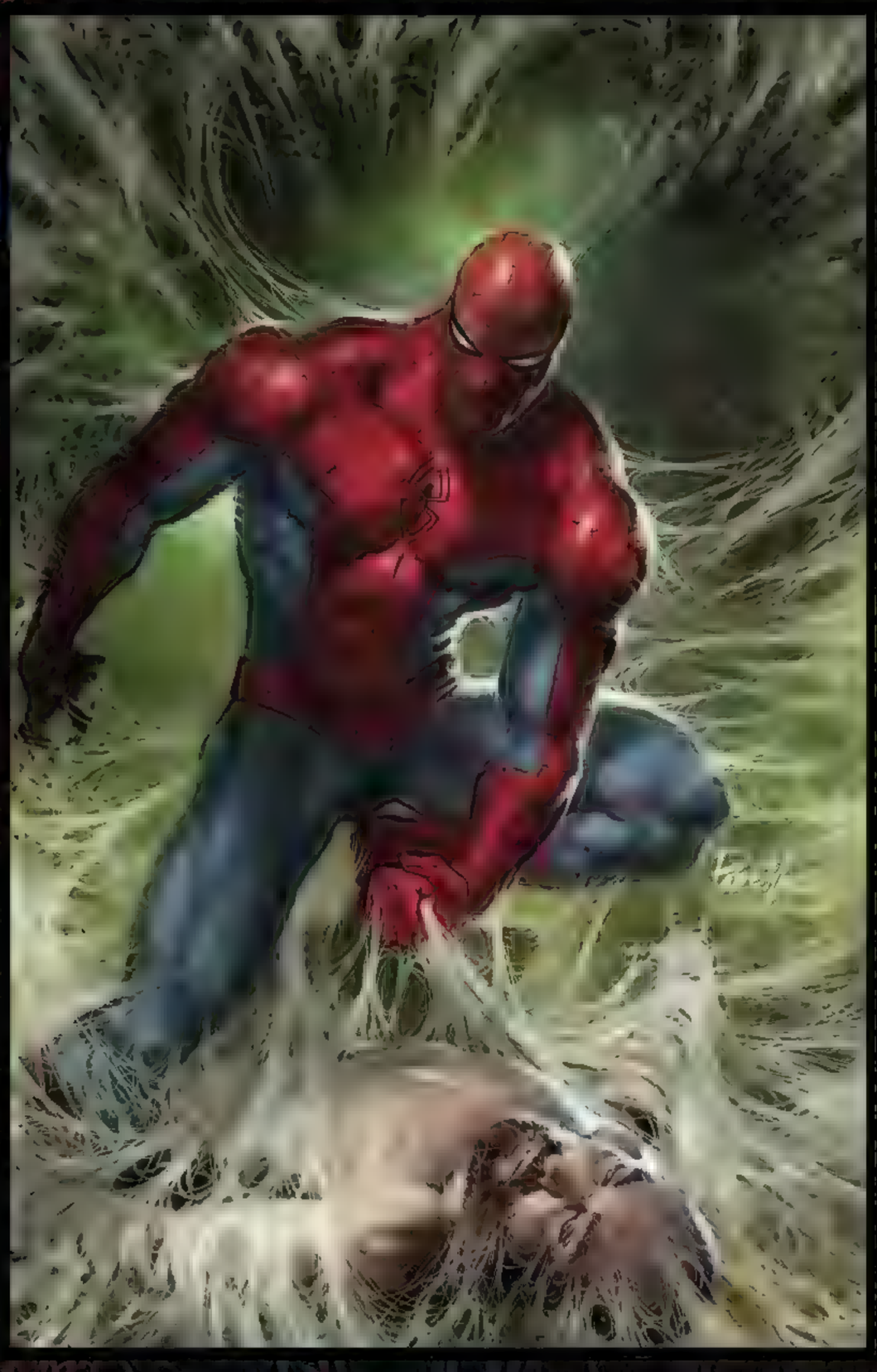

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